# THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Weimob Inc.**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



Weimob

**WEIMOB INC.**

**微盟集團***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2013)**

# CONDITIONAL GRANT OF RESTRICTED SHARE UNITS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the Extraordinary General Meeting of Weimob Inc. to be held at Weimob Headquarters Building, No. 2800, Yixian Road, Baoshan District, Shanghai, PRC on February 25, 2026 at 2:00 p.m. is set out on pages 18 to 20 of this circular. A form of proxy for use at the Extraordinary General Meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.weimob.com). Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting (i.e. before 2:00 p.m. on February 23, 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting (or any adjournment thereof) if they so wish.

* *For identification purposes only*

February 2, 2026

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

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| "2020 RSU Scheme" | the restricted share units scheme adopted by the Board on May 25, 2020 and approved by the Shareholders at the annual general meeting of the Company held on June 29, 2020, as amended by the Board and as approved by the Shareholders of such amended 2020 RSU Scheme at the 2023 AGM |
| "2023 AGM" | the annual general meeting of the Company held on June 21, 2023 |
| "Administrator" | the Board or a committee comprising of certain members appointed by the Board from time to time |
| "Articles of Association" | the articles of association of the Company, as amended from time to time |
| "associate(s)" | has the meaning ascribed thereto under the Listing Rules |
| "Award" | an award of RSUs granted to a participant pursuant to the 2020 RSU Scheme |
| "Board" | the board of Directors |
| "Cause" | with respect to a grantee, the summary termination of employment or office on any one or more of the following grounds: the grantee is considered to have misconduct or act with dishonesty, or has been convicted of any criminal offence involving his integrity or honesty or (if so determined by the Administrator in its sole and absolute discretion) on any other ground on which the relevant company in the Group would be entitled to terminate his employment or office summarily at common law or pursuant to any applicable laws or under the grantee's service contract with the relevant company in the Group. Notwithstanding the foregoing, a resolution of the Board or the board of directors of the relevant Group company to the effect that the employment or office of a grantee has or has not been terminated on one or more of the grounds specified herein shall be conclusive |

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| "Company" | Weimob Inc., a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange |
| "Connected Grantee(s)" | Mr. Sun, Mr. You, Mr. Fang and Mr. Fei |
| "connected person(s)" | has the meaning ascribed thereto under the Listing Rules |
| "Director(s)" | the director(s) of the Company |
| "Extraordinary General Meeting" or "EGM" | the extraordinary general meeting of the Company to be held at Weimob Headquarters Building, No. 2800, Yixian Road, Baoshan District, Shanghai, PRC on February 25, 2026 at 2:00 p.m., or any adjournment thereof |
| "Group" | the Company and its subsidiaries |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Independent Shareholders" | any Shareholder who is not required to abstain from voting on the Proposed Grant to Connected Grantees at the EGM pursuant to Rule 17.04(4) of the Listing Rules |
| "Latest Practicable Date" | January 29, 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange |
| "Mr. Fang" | Mr. FANG Tongshu, an executive Director and president of the intelligent business career group of the Company |
| "Mr. Fei" | Mr. FEI Leiming, an executive Director and the Chief Human Resources Officer of the Company |
| "Mr. Sun" | Mr. SUN Taoyong, the chairman of the Board, an executive Director and Chief Executive Officer of the Company |

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| "Mr. You" | Mr. YOU Fengchun, an executive Director, President and president of intelligent marketing career group of the Company |
| "PRC" or "China" | the People's Republic of China. For the purposes of this circular only and except where the context requires otherwise, exclude Hong Kong, Macau and Taiwan |
| "Proposed Grant(s)" | the proposed grant(s) of RSUs to the grantee(s) pursuant to the 2020 RSU Scheme, for details, please refer to the announcement of the Company dated December 3, 2025 |
| "Record Date" | February 25, 2026, being the date for determining the shareholders' eligibility to attend and vote at the Extraordinary General Meeting |
| "RSU(s)" | the restricted share units under the 2020 RSU Scheme |
| "Shareholder(s)" | the holder(s) of the Share(s) |
| "Share(s)" | ordinary share(s) of US$0.0001 each in the share capital of the Company |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "treasury Shares" | has the meaning ascribed to it under the Listing Rules |
| "%" | per cent |

**WEIMOB INC.**
**微盟集團***
*(Incorporated in the Cayman Islands with limited liability)*
**(Stock code: 2013)**

*Executive Directors:*
Mr. SUN Taoyong *(Chairman of the Board)*
Mr. FANG Tongshu
Mr. YOU Fengchun
Mr. FEI Leiming

*Independent Non-executive Directors:*
Dr. LI Xufu
Mr. TANG Wei
Ms. XU Xiao'ou

*Registered office:*
P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

*Head office and principal place of business in PRC:*
Weimob Headquarters Building
No. 2800, Yixian Road
Baoshan District
Shanghai
PRC

*Principal place of business in Hong Kong:*
31/F., Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

February 2, 2026

*To the Shareholders*

Dear Sir or Madam

## CONDITIONAL GRANT OF RESTRICTED SHARE UNITS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

### INTRODUCTION

The purpose of this circular is to give you the notice of Extraordinary General Meeting and the Proposed Grant to Connected Grantees to be put forward at the Extraordinary General Meeting.

* *For identification purpose only*

## CONDITIONAL GRANT OF RESTRICTED SHARE UNITS

Reference is made to the announcement of the Company dated December 3, 2025 in respect of, among other things, the conditional grant of restricted share units to Connected Grantees. The grant of RSUs to each of the Connected Grantees is conditional upon the Company obtaining the necessary shareholders' approval in accordance with Rules 17.03D(1) and 17.04(2) (as appropriate) of the Listing Rules.

On December 3, 2025, the Company has conditionally granted a total of 234,000,000 RSUs under the 2020 RSU Scheme to 64 grantees. Details of the RSUs granted are as follows:

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| Date of grant: | December 3, 2025 |
| Grantees: | Mr. Sun (Executive Director): 150,000,000 (representing around 3.79% of the total issued share capital of the Company as at the Latest Practicable Date) |
| | Mr. You (Executive Director): 36,000,000 (representing around 0.91% of the total issued share capital of the Company as at the Latest Practicable Date) |
| | Mr. Fang (Executive Director): 12,000,000 (representing around 0.30% of the total issued share capital of the Company as at the Latest Practicable Date) |
| | Mr. Fei (Executive Director): 9,000,000 (representing around 0.23% of the total issued share capital of the Company as at the Latest Practicable Date) |
| | Other 60 employees: 27,000,000 (representing around 0.68% of the total issued share capital of the Company as at the Latest Practicable Date) |
| Total number of RSUs granted: | 234,000,000 RSUs |
| Purchase price for the RSUs: | Nil |
| Closing price of the Shares on the date of grant: | HK$1.880 per Share |

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| Conditions precedent for the grant: | Among the total of 234,000,000 RSUs granted under the 2020 RSU Scheme, 207,000,000 RSUs are granted to the Connected Grantees. The grant of RSUs to each of the Connected Grantees is conditional upon the Company obtaining the necessary shareholders' approval in accordance with Rules 17.03D(1) and 17.04(2) (as appropriate) of the Listing Rules |
| Vesting period and performance target: | The RSUs conditionally granted shall be vested to each grantee in tranches after a period of 12 months from the date of grant, subject to the achievement of the following performance targets: |

(i) Upon the Group achieving a turnaround in its annual results from an adjusted net loss to an adjusted net profit, one-third (1/3) of each grantee's total number of RSUs granted under the Proposed Grant shall vest, provided that the grantee remains employed through the applicable vesting date;

(ii) If the arithmetic average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for any 30 consecutive Business Days first reaches or exceeds HK$4.00, an additional one-third (1/3) of each grantee's total number of RSUs granted under the Proposed Grant shall vest, provided that the grantee remains employed through the applicable vesting date;

(iii) If the arithmetic average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for any 30 consecutive Business Days first reaches or exceeds HK$7.00, a further additional one-third (1/3) of each grantee's total number of RSUs granted under the Proposed Grant shall vest, provided that the grantee remains employed through the applicable vesting date.

For the avoidance of doubt:

(A) in the event that the arithmetic average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for any 30 consecutive Business Days first reaches or exceeds a target Share price and the RSUs granted had already been vested due to the same or other target milestone being reached before, the RSUs which are capable of being vested will be reduced accordingly (by way of example, if the HK$7.00 Share price target is first reached, it is intended that two-thirds (2/3) of the Proposed Grant will vest if the HK$4.00 Share price target was not reached before; however, if the HK$4.00 Share price target was reached before and one-third (1/3) of the Proposed Grant had vested, only an additional one-third (1/3) of the Proposed Grant may vest if the HK$7.00 Share price target is subsequently reached); and

(B) the Proposed Grant may vest on the first anniversary of the date of the Proposed Grant if any or all of the performance targets are met on or before the first anniversary of the date of the Proposed Grant.

Clawback mechanism: The unvested RSUs shall automatically lapse upon the earliest of: (a) the date of the termination of grantee's employment or service by any member of the Group; (b) the date on which the offer (or, as the case may be, revised offer) closes; (c) the date on which the scheme of arrangement referred to in the 2020 RSU Scheme becomes effective; (d) the date of the commencement of the winding-up of the Company; (e) the date of the commencement of the compromise or arrangement in respect of reconstruction or amalgamation of the Company; (f) the date on which the grantee commits a breach of limitation of the transferability of RSUs; (g) the date on which it is no longer possible to satisfy any outstanding conditions to vesting; and (h) the Administrator has decided that the unvested RSUs shall not be vested for the grantee in accordance with the rules of the 2020 RSU Scheme and the terms and conditions as set out in the Award agreement. The Administrator shall have the right to determine what constitutes Cause, whether the grantee's employment has been terminated for Cause and the effective date of such termination, and such determination by the Administrator shall be final and conclusive.

Notwithstanding the aforesaid, in each case, the Administrator may in its sole and absolute discretion decide that any RSU shall not lapse or shall be subject to such conditions or limitations as the Administrator may decide.

To the best knowledge of the Directors, as at the Latest Practicable Date, no financial assistance has been provided by the Group to the grantees for the purchase of Shares under the 2020 RSU Scheme, and none of the grantees is a related entity participant or service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the relevant class of shares in issue (excluding treasury Shares).

**1. Reasons for and Benefits of the Grant of RSUs**

The 2020 RSU Scheme forms part of the incentive schemes of the Group. The Board considers that the Proposed Grant to the grantees is (i) to recognize and reward the grantees for their contribution to the Group; (ii) to attract best available personnel; and (iii) to provide additional incentives to the grantees to remain with and further promote the success of the Group's business. Furthermore, there will not be any actual cash outflow by the Group under the Proposed Grant to provide incentives to the grantees.

In determining the number of RSUs to be granted to each of the Connected Grantees, the Board, the independent non-executive Directors and the Remuneration Committee considered the following factors:

(1) the responsibilities of the Connected Grantees;

(2) the length of service with the Group, where longer tenure reflects sustained contribution and commitment;

(3) the past contribution of the Connected Grantees to the development and growth of the Group or their potential future contribution to the Group; and

(4) the importance of the Connected Grantees' skills, knowledge, experience, expertise and other personal qualifications to the Group, which depends significantly on highly educated and skilled individuals with the requisite business and industry knowledge, to retain, motivate and incentivise the executive Directors and senior management to run the Company successfully for the long-term benefits of the Group.

*(i) Proposed Grant to Mr. Sun*

Mr. Sun is the founder, Chairman of the Board, Executive Director and Chief Executive Officer of our Company. He has served as the Chief Executive Officer and a Director since 2019 and has been continuously responsible for the Group's overall strategic planning and business decisions.

Mr. Sun's leadership has been instrumental to the development and success of the Group. Under his leadership, the Group has enhanced the penetration of the WeChat ecosystem services, evolving from a single SaaS business to a dual-engine model driven by both SaaS and targeted marketing services. This strategic shift solidified the Group's leading position among WeChat ecosystem service providers and enabled its successful listing in Hong Kong. Subsequently, in response to the evolution of digital commerce, he proposed the three core strategies of "Moving up-market, Ecosystem Build-up and Globalization", driving Weimob's transformation from a service provider for small and medium-sized merchants to a strategic partner for large enterprise groups. Through core products such as the new WOS business operating system, the Group addressed the complex needs of large customers with multiple brands and business formats. As the wave of AI technology emerged, he swiftly positioned the Group at the intersection of "AI + SaaS", leading the launch of AI-driven products like Weimob WAI and reigniting the team's entrepreneurial drive. His vision and execution continue to fuel the Group's growth and success. Furthermore, since the Group's establishment, Mr. Sun has spearheaded every round of Pre-IPO investments and Post-IPO financing, demonstrating his unwavering commitment to the Group's development.

Looking ahead, Mr. Sun is expected to continue to lead the Group's strategic direction and transformation initiatives, and play a pivotal role in advancing the Group's strategic transformation, driving expansion into adjacent business segments, and steering the Group through its next phase of growth. In particular, he will focus on the integration of AI into the Group's SaaS and targeted marketing platforms, promoting the implementation of AI Agent applications in areas including e-commerce retail, local services, and targeted marketing, through the Company's AI-driven product matrix such as WAI SaaS, WAI Pro, and WIME. In addition, Mr. Sun will strengthen the Group's leadership in the WeChat e-commerce ecosystem and spearhead expansion into multi-channel platforms such as Douyin, Huawei HarmonyOS, Meituan, Xiaohongshu, and Alipay. Leveraging his extensive experience, Mr. Sun will lead the Group in exploring new markets and business segments. Firstly, Mr. Sun will actively promote the Group's internationalization strategy, expand into mature overseas markets such as North America, support Chinese brands in going global, and deepen localized operations in Southeast Asia and the Middle East. Mr. Sun's strategic vision and execution are expected to be instrumental in unlocking the Group's next stage of high-quality, sustainable growth both in China and abroad. Secondly, Mr. Sun is committed to advancing the development and promotion of new products and services, such as Weimob Xingqi, a GEO solution launched by the Company in January 2026, which is designed to help enterprises build brand AI cognitive assets in the AGI era and capture emerging opportunities in AI-driven traffic applications.

Mr. Sun has over 12 years of extensive experience in the SaaS industry, providing strategic oversight and guiding the Company's overall development direction. Given the strategic importance of Mr. Sun's skills, knowledge, experience and industry expertise to the Group, the proposed grant to Mr. Sun is intended to retain, motivate and incentivise his continued leadership for the long-term benefit of the Group and its Shareholders.

***(ii) Proposed Grant to Mr. You***

Mr. You is the co-founder and an executive Director of the Company and President of the Group. Mr. You joined the Company in December 2015 and has served as the Senior Vice President of Shanghai Weimob Enterprise Development Co., Ltd.* (上海微盟企業發展有限公司) since then. He is mainly responsible for the strategic planning and operation of the Group's targeted marketing business.

He pioneered the industry's first full-link intelligent business solution integrating "Marketing + Tools + Operations + Ecosystem", combining digital technology with marketing. Under his leadership, Weimob's targeted marketing business has not only deepened its presence within the Tencent ecosystem but also expanded its reach to major domestic and international marketing platforms such as Kuaishou, Xiaohongshu and Alipay, providing enterprises with comprehensive one-stop targeted marketing services. Since assuming the role of President of the Group, he has guided business development with advanced management philosophies and innovative thinking. By advocating the Amoeba management model, focusing on cultivating business-oriented management talent, and implementing an efficient operational mechanism of "small front-end + large mid-office", he has significantly enhanced the Group's operational efficiency.

Mr. You is expected to play a pivotal role in shaping the Company's business impact, particularly in driving the implementation of strategic initiatives, including the deep integration of AI technologies with targeted marketing, promoting the large-scale application of AI Agents and AIGC in marketing decision-making, content creation, and customer service to enhance merchants' operational efficiency and conversion rates.

Mr. You has over 10 years of extensive experience in the targeted marketing industry. Given the strategic importance of his skills, knowledge, experience and industry expertise to the Group, the proposed grant to Mr. You is intended to retain, motivate and incentivise his continued leadership for the long-term benefit of the Group and its Shareholders.

***(iii) Proposed Grant to Mr. Fang***

Mr. Fang is the co-founder and executive Director of the Company. Since joining the Company in 2013, he has been primarily responsible for team building and business operations for the SaaS business and has been deeply involved in the strategic planning and implementation of Weimob's Smart Retail, a subscription solution designed to support enterprises in establishing digital infrastructures to enable full-time, omni-channel operations and achieve sustainable digital growth.

Mr. Fang has made outstanding contributions to the Company's early business development and its transformation towards serving large enterprise clients, demonstrating extensive experience and exceptional leadership capabilities in corporate operations management. Through his oversight of the SaaS business, Smart Retail has been iteratively upgraded and scaled to address the complex needs of large enterprise clients with multiple brands and business formats, thereby strengthening the Group's solution capabilities and commercial delivery in the enterprise segment.

Looking ahead, Mr. Fang will continue to lead Weimob's technological advancement in the SaaS business and drive the Company's transformation from a pure "tool provider" to a "digital transformation partner" for enterprises, continuously integrating digital operational capabilities with emerging technologies such as artificial intelligence, and assisting clients in building a full end-to-end marketing closed loop from public traffic acquisition to private-domain operations.

Mr. Fang has over 10 years of extensive experience in the SaaS industry. Mr. Fang maintains strong relationships with large enterprise clients, ensuring effective engagement and management of large enterprise clients, and his industry expertise, execution capabilities and client stewardship are considered critical to the Group's long-term development, including client acquisition, retention and upselling in the enterprise market. The proposed grant to Mr. Fang is intended to retain, motivate and incentivise his continued leadership for the long-term benefit of the Group and its Shareholders.

***(iv) Proposed Grant to Mr. Fei***

Mr. Fei is an executive Director and Chief Human Resources Officer of the Company. Since joining the Company in 2017, he has been responsible for the planning and operation of human resources.

Mr. Fei has spearheaded the establishment of the Group's employee development system, competency model, and cultural framework, and has led key initiatives, such as implementing succession planning for management and core personnel to mitigate critical position risks, as well as formulating and implementing long-term incentive mechanisms, including share incentive plans, to strengthen talent retention and engagement. These initiatives provide clear career development direction for employees and offer a scientific, objective basis for recruitment, promotions, and other personnel decisions, achieving optimal person-job matching and facilitating orderly personnel mobility and effective talent revitalization within the Group.

In light of the Company's strategic focus on applying AI Agent technology in its SaaS and targeted marketing businesses, Mr. Fei has played a pivotal role in building a strong talent pipeline and leadership team. His leadership in human capital strategy ensured the availability of high-calibre talent to support the Company's long-term growth.

Mr. Fei has over 20 years of extensive experience in human resources and administration. Given the strategic importance of Mr. Fei's experience, expertise and leadership in human resource management to the Group, the proposed grant to Mr. Fei is intended to retain, motivate and incentivise his continued service for the long-term benefit of the Group and its Shareholders.

Save for the factors mentioned above, the Board (including the independent non-executive Directors) and the Remuneration Committee have also taken into account that:

(i) since the listing of the Company's Shares on the Stock Exchange in 2019, the Company has never granted any equity incentives or awards to its executive Directors for their duties and contributions as executive Directors;

(ii) the overall shareholding percentage of the Company's current four executive Directors as well as its retention power is low compared to other similar companies. In the long term, this would strengthen the stability and cohesiveness of the leadership team, enabling the Company to better incentivise the executive Directors through meaningful long-term alignment with the Company and its Shareholders. This approach would position the Group to create stronger momentum for exploring and developing new business opportunities;

(iii) Granting RSUs provides a performance-based, long-term incentive that strengthens Connected Grantees' commitment to the Group's strategic objectives. RSUs shall be vested in tranches after a period of 12 months from the date of grant, subject to the achievement of the performance targets, thereby creating a strong connection between Connected Grantees' compensation and the Company's sustained growth and shareholder value. In contrast, cash bonuses and salary increments are short-term incentives that do not provide a link between Connected Grantees' executive compensation and the Company's performance or the creation of value for Shareholders; and

(iv) the grant size was benchmarked against external market comparables and reviewed similar share awards granted to directors by companies listed on the Stock Exchange. Based on this assessment, the conditional grant to the Connected Grantees was determined to be consistent with prevailing market practice and proportionate to the scale of the Group's strategic expansion.

Based on above factors, the allocation of RSUs reflects the differentiated roles and contributions of each executive Director, with Mr. Sun receiving the largest grant in recognition of his leadership and strategic impact, while other executive Directors receive proportionate grants aligned with their respective responsibilities, contributions, and future roles in supporting the Group's long-term growth.

In light of the above, the Board (including the independent non-executive Directors) and the Remuneration Committee are of the view that the Proposed Grant is conducive to talent retention and incentivise the grantees to continue with their best endeavours for the past success of the Company and its affiliates, and rewards them for their perseverance in this regard. In relation to the Proposed Grant to Connected Grantees, the Board (including the independent non-executive Directors) and the Remuneration Committee are of the view that the Proposed Grant to Connected Grantees can effectively motivate the executive Directors to strive for the long-term development of the Company. In addition, it is anticipated that the RSUs given under the Proposed Grant to Connected Grantees will further align the interests of the executive Directors with the long-term interests of the Company and the shareholders, thereby ensuring better coordination between the Group's long-term strategic and financial objectives and the executive Directors' incentive package.

**2. Number of Awards Available for Future Grants**

The vesting of the 234,000,000 RSUs granted will be satisfied by the issuance of new Shares within the scheme mandate limit under the 2020 RSU Scheme. Subsequent to the Proposed Grant, the total number of Awards available for future grant pursuant to the 2020 RSU Scheme is 35,782,099, and the total number of Awards available for grant under the service provider sublimit pursuant to the 2020 RSU Scheme is 27,945,949.

**3. Listing Rules Implications**

The 2020 RSU Scheme shall be subject to Chapter 17 of the Listing Rules.

Pursuant to Rule 17.04(1) of the Listing Rules and the terms of the 2020 RSU Scheme, the grant of Awards to any Director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Awards). Accordingly, the RSUs conditionally granted to the Connected Grantees has been reviewed and approved by the independent non-executive Directors.

Each of Connected Grantees has abstained from casting his vote in respect of the approval of the Directors' resolutions as to the proposed grant to them.

Pursuant to Rule 17.04(2) of the Listing Rules and the terms of the 2020 RSU Scheme, as the Proposed Grant to Connected Grantees as set out in this circular will cause the aggregate of Shares issued and to be issued under all awards granted to each Connected Grantee (excluding any awards which have lapsed in accordance with the terms of the relevant share schemes) during the 12-month period up to and including the date of the proposed grant to exceed 0.1% of the Company's issued shares (excluding treasury Shares), the grant of RSUs to each Connected Grantee as set out in this circular is subject to the approval of the Independent Shareholders of the Company.

In addition, the proposed grant of RSUs to Mr. Sun, as set out in this circular, would also result in the Shares issued and to be issued in respect of all awards granted (excluding any awards lapsed in accordance with the terms of the relevant share schemes) to Mr. Sun in the 12-month period up to and including the date of the proposed grant representing in aggregate over 1% of the shares of the Company in issue (excluding treasury Shares), the grant of RSUs to Mr. Sun is also required to be approved by Independent Shareholders of the Company in accordance with Rule 17.03D(1) of the Listing Rules and the terms of the 2020 RSU Scheme.

Pursuant to (i) Rule 17.03(D)(1) of the Listing Rules, Mr. Sun and his respective associates shall abstain from voting in respect of the resolution for approving the Proposed Grant to Mr. Sun at the EGM; and (ii) Rule 17.04(4) of the Listing Rules, Mr. Sun, Mr. You, Mr. Fang, Mr. Fei and their respective associates and all core connected persons of the Company (each as defined in the Listing Rules) shall abstain from voting in favour in respect of the Proposed Grant to Connected Grantees at the EGM.

In respect of resolution 1 regarding the Proposed Grant to Mr. Sun, as the Shares to be granted to Mr. Sun exceed 1% of the Shares in issue (excluding treasury Shares), and given that Mr. Sun, Mr. You and Mr. Fang are parties acting in concert (having the meaning ascribed thereto in the Hong Kong Code on Takeovers and Mergers), Mr. Sun, Mr. You and Mr. Fang are required to abstain from voting in resolution 1 at the EGM pursuant to Rules 17.03D(1) of the Listing Rules. Mr. Fei, as a core connected person of the Company, is required to abstain from voting in favour of resolution 1 at the EGM pursuant to Rules 17.04(2) and 17.04(4) of the Listing Rules.

In respect of resolutions 2 to 4 regarding the Proposed Grants to Mr. You, Mr. Fang and Mr. Fei, as the Shares to be granted to each of Mr. You, Mr. Fang and Mr. Fei exceed 0.1% of the Shares in issue (excluding treasury Shares), Mr. Sun, Mr. You, Mr. Fang and Mr. Fei, all being core connected persons of the Company, are required to abstain from voting in favour of resolutions 2 to 4 at the EGM pursuant to Rules 17.04(2) and 17.04(4) of the Listing Rules.

Save for the above shareholders who shall abstain from voting or abstain from voting in favour of the resolutions, as of the Record Date, any shareholder who constitutes a core connected person of the Company as defined under the Listing Rules shall abstain from voting in favour of each of the resolutions (No. 1 to 4) tabled at the EGM.

As at the Latest Practicable Date, the Shareholders required to abstain from voting or abstain from voting in favour of the resolutions at the EGM regarding the Proposed Grant to Connected Grantees include:

| Name of Shareholder | Number of Shares | Approximate percentage of shareholding (%) |
|---|---|---|
| Yomi.sun Holding Limited (1)(2) | 293,775,000 | 7.42 |
| Alter.You Holding Limited (1)(2) | 293,775,000 | 7.42 |
| Jeff.Fang Holding Limited (1)(2) | 293,775,000 | 7.42 |
| Mr. Fei | 2,650,000 | 0.08 |

*Notes:*

(1) Mr. Sun's interest in the Company is indirectly held through Yomi.sun Holding Limited. Mr. You's interest in the Company is indirectly held through Alter.You Holding Limited. Mr. Fang's interest in the Company is indirectly held through Jeff.Fang Holding Limited.

(2) Mr. Sun, Mr. You and Mr. Fang are parties acting in concert (having the meaning ascribed thereto in the Hong Kong Code on Takeovers and Mergers) and form the Substantial Shareholders Group. As such, each of Mr. Sun, Mr. You and Mr. Fang is deemed to be interested in the Shares held by other members of the Substantial Shareholders Group.

As at the Latest Practicable Date, the above shareholders which are required to abstain from voting in the resolutions at the EGM regarding the Proposed Grant to Connected Grantees collectively held 296,425,000 Shares, representing 7.50% of the total issued Shares as at the Latest Practicable Date. As confirmed by the Company, each of Mr. Sun, Mr. You, Mr. Fang and Mr. Fei does not intend to vote against the resolutions at the EGM. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save as disclosed above, no other shareholders have any material interest in the Proposed Grant to Connected Grantees as set out in this circular. Accordingly, no other Shareholders are required to abstain from voting on the relevant resolutions at the EGM.

As at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he/she has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his/her Shares to a third party, either generally or on a case-by-case basis.

Other than Mr. Sun, Mr. You, Mr. Fang, and Mr. Fei, there are no other proposed grantees who are Directors, chief executive or substantial shareholder of the Company or associates (as defined in the Listing Rules) of any of them. None of the proposed grantees is a related entity participant (as defined under Rule 17.03A(1) of the Listing Rules) or a service provider. In addition, other than Mr. Sun, none of the proposed grantees is a participant with share awards and share options granted and proposed to be granted exceeding the 1% individual limit under Rule 17.03D(1) of the Listing Rules. Other than the grants to Mr. Sun, Mr. You, Mr. Fang, and Mr. Fei, there are no other grants that are subject to approval by the Shareholders.

None of the Directors is a trustee of the 2020 RSU Scheme, nor do they have any direct or indirect interest in the trustee of the 2020 RSU Scheme.

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Set out on pages 18 to 20 of this circular is the notice of the Extraordinary General Meeting at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve the Proposed Grant to Connected Grantees.

**FORM OF PROXY**

A form of proxy is enclosed for use at the Extraordinary General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.weimob.com). Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Extraordinary General Meeting (i.e. before 2:00 p.m. on February 23, 2026) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Extraordinary General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

**VOTING BY POLL**

Save as disclosed above, there is no other Shareholder who has any material interest in any of the resolutions to be proposed at the Extraordinary General Meeting, therefore none of the Shareholders is required to abstain from voting on such resolutions. For the avoidance of doubt, holders of treasury Shares, if any, shall abstain from voting at the Extraordinary General Meeting in connection to such treasury Shares.

Pursuant to Rule 13.39(4) of the Listing Rules and article 13.5 of the Articles of Association, any votes of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of the Extraordinary General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way.

**RECOMMENDATION**

The Directors (including independent non-executive Directors, but excluding Mr. Sun, Mr. You, Mr. Fang and Mr. Fei, who have material interests in the Proposed Grant to Connected Grantees and have abstained from voting on the relevant resolution at the meeting of the Board) consider that the terms of the Proposed Grant to Connected Grantees are fair and reasonable, the Proposed Grant to Connected Grantees and the resolutions to be proposed at the Extraordinary General Meeting are in the interests of the Group and the Shareholders as a whole. The Directors (including independent non-executive Directors, but excluding Mr. Sun, Mr. You, Mr. Fang and Mr. Fei, who have material interests in the Proposed Grant to Connected Grantees and have abstained from voting on the relevant resolution at the meeting of the Board) therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Extraordinary General Meeting.

**RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board
**Weimob Inc.**
**SUN Taoyong**
*Chairman of the Board*

**WEIMOB INC.**
**微盟集團***
*(Incorporated in the Cayman Islands with limited liability)*
**(Stock code: 2013)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting of Weimob Inc. (the "**Company**") will be held at Weimob Headquarters Building, No. 2800, Yixian Road, Baoshan District, Shanghai, PRC on February 25, 2026 at 2:00 p.m. for the following purposes:

### ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. "**THAT**:

   (A) the grant of 150,000,000 RSUs (the principal terms of which are set out in the circular of the Company dated February 2, 2026 (the "**Circular**")) to Mr. SUN Taoyong (an executive Director of the Company, "**Mr. Sun**") pursuant to the 2020 RSU Scheme and the applicable grant letter issued thereunder be and is hereby approved and confirmed; and

   (B) any one Director, with the exception of Mr. Sun, Mr. YOU Fengchun ("**Mr. You**"), Mr. FANG Tongshu ("**Mr. Fang**") and Mr. FEI Leiming ("**Mr. Fei**"), be and is hereby authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the transactions contemplated in (A) above."

2. "**THAT**:

   (A) the grant of 36,000,000 RSUs (the principal terms of which are set out in the Circular) to Mr. You (an executive Director of the Company) pursuant to the 2020 RSU Scheme and the applicable grant letter issued thereunder be and is hereby approved and confirmed; and

   (B) any one Director, with the exception of Mr. Sun, Mr. You, Mr. Fang and Mr. Fei, be and is hereby authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the transactions contemplated in (A) above."

3. "**THAT**:

(A) the grant of 12,000,000 RSUs (the principal terms of which are set out in the Circular) to Mr. Fang (an executive Director of the Company) pursuant to the 2020 RSU Scheme and the applicable grant letter issued thereunder be and is hereby approved and confirmed; and

(B) any one Director, with the exception of Mr. Sun, Mr. You, Mr. Fang and Mr. Fei, be and is hereby authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the transactions contemplated in (A) above."

4. "**THAT**:

(A) the grant of 9,000,000 RSUs (the principal terms of which are set out in the Circular) to Mr. Fei (an executive Director of the Company) pursuant to the 2020 RSU Scheme and the applicable grant letter issued thereunder be and is hereby approved and confirmed; and

(B) any one Director, with the exception of Mr. Sun, Mr. You, Mr. Fang and Mr. Fei, be and is hereby authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the transactions contemplated in (A) above."

By order of the Board
**Weimob Inc.**
**SUN Taoyong**
*Chairman of the Board*

Hong Kong, February 2, 2026

*Registered office:*
P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

*Head office and principal place of business in PRC:*
Weimob Headquarters Building
No. 2800, Yixian Road
Baoshan District
Shanghai
PRC

*Principal place of business in Hong Kong:*
31/F., Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

*Notes:*

(i) The register of members of the Company will be closed from February 20, 2026 to February 25, 2026, both dates inclusive, during which period no transfer of Shares will be registered. The record date for determining the shareholders' eligibility to attend and vote at the Extraordinary General Meeting will be February 25, 2026. In order to be entitled to attend and vote at the Extraordinary General Meeting, all transfers of Shares accompanied by the relevant share certificates and properly completed and signed transfer forms must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on February 16, 2026.

(ii) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.

(iii) Form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the Extraordinary General Meeting (i.e. before 2:00 p.m. on February 23, 2026) or any adjourned meeting.

(iv) The resolutions set out above will be determined by way of poll.

* *For identification purpose only*